

UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND

----- X
MALCOLM ROSENWALD,

Plaintiff,

v.

LAURA S. UNGER, BENJAMIN R.
CIVILETTI, WILLIAM H. JEWS, JAMES H.
BERICK, MARY H. BOIES, BRUCE L.
HAMMONDS, RANDOLPH C. LERNER,
STUART L. MARKOWITZ, WILLIAM H.
MILSTEAD and THOMAS G. MURDOUGH,
JR.,

Defendants,

MBNA CORPORATION,

Nominal Defendant.
----- X

Civil Action No. 05 CV 02296 CCB

**AFFIDAVIT OF DEZZIE R. COLE IN SUPPORT OF DEFENDANTS' MOTION
TO TRANSFER THIS ACTION TO THE DISTRICT OF DELAWARE OR, IN
THE ALTERNATIVE, TO STAY THIS ACTION**

Dezzie R. Cole, being duly sworn, deposes and says:

1. I am employed by MBNA America Bank, N.A., a subsidiary of nominal defendant MBNA Corporation (collectively "MBNA"), as a Senior Vice President.
2. MBNA is headquartered in Wilmington, Delaware and its business is principally conducted there.
3. Nearly all of MBNA's officers and many of its employees live and work in the State of Delaware.
4. I believe that most MBNA employees with knowledge of the events referred to in plaintiff's Complaint are likely to be found in the District of Delaware.

5. For example, Bruce L. Hammonds, MBNA's Chief Executive Officer; Kenneth Vecchione, MBNA's Chief Financial Officer; and Jonathan Cochran, MBNA's Chief Operating Officer, all live and work in Delaware. Each of these individuals participated in the January 21, 2005 conference call referenced in plaintiff's Complaint. (Compl. ¶ 15.) Neither Mr. Vecchione nor Mr. Cochran is a party to this action.

6. I also believe that a majority of the documentary evidence relevant to plaintiffs' claims is located in the District of Delaware.

7. MBNA and certain of its officers and directors are defendants in seven securities class actions, one ERISA class action and two shareholder derivative actions in the District of Delaware. The complaints in these ten actions contain factual allegations substantially similar to those contained in plaintiff's complaint.

8. Because the District of Delaware is (1) the location of MBNA's corporate headquarters; (2) the place where many MBNA employees live and work (including the employees likely to have knowledge relevant to plaintiff's complaint); (3) the place where a majority of documentary evidence is likely to be found; and (4) the forum in which ten closely related actions against MBNA are currently pending, that forum is significantly more convenient for MBNA and its employees than the District of Maryland.

I declare under penalty of perjury that the foregoing is true and correct.

FURTHER AFFIANT SAYETH NOT.


Dezzie R. Cole

Subscribed and sworn to before me
this 26th day of August, 2005.

William J. Wersinger
Notary Public

